

AMENDMENT TO EQUIPMENT LEASE AGREEMENTRECORDATION NO. 6208-A Filed & Recorded

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INTESTATE COMMERCE COMMISSION

THIS AGREEMENT, made and entered into as of May 6, 1971, between Continental Illinois National Bank and Trust Company of Chicago, a national banking association (hereinafter called the Lessor) and the Bessemer and Lake Erie Railroad Company, a Pennsylvania corporation (hereinafter the Lessee).

WHEREAS, the Lessor and Lessee have entered into an Equipment Lease Agreement dated as of May 6, 1971 (hereinafter called the Lease), and wish to amend said Lease as hereinafter set forth,

NOW THEREFORE, in consideration of the mutual covenants herein contained, it is agreed by and between the Lessor and the Lessee as follows:

1. Section 13, paragraph E, on page 25 of the Lease is to be stricken in its entirety and the following new paragraph E substituted:

"E. the entering into and performance of this Lease will not result in any breach of, or constitute a default under, or result in the creation of any lien, charge or encumbrance on the Cars pursuant to, any indenture, mortgage, deed of trust, bank loan or credit agreement or other instrument to which the Lessee is a party or by which it may be bound, except to the extent that the provisions of any existing mortgage of the Lessee may require the subjection of the Lessee's leasehold interest under the Lease to the lien thereof."

2. Schedule A to the Lease is to be stricken in its entirety and the following new Schedule A substituted:

SCHEDULE A

Quantity:	200
Type:	HT - 100-ton and 77-ton hopper cars
Reconstruction Specifications:	Bessemer and Lake Erie Railroad Company Specification No. 252 dated February 10, 1971
Lessee's Road Numbers (inclusive):	64,000 - 64,138 74,000 - 74,060
Reconstruction Price:	\$1,235,200.00 (\$6,176.00 per car)
Delivery Schedule (Estimated):	On or before December 31, 1971

Specifications approved:

BESSEMER AND LAKE ERIE RAILROAD COMPANY

By *V W Fractal*
Vice President - Finance

This AGREEMENT may be executed in several counterparts each of which, when so executed, shall be deemed to be an original, and in each case such counterparts together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the Lessor and the Lessee, each pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names by duly authorized officers and their respective corporate seals to be hereunto affixed and duly attested, as of the date first above written.

CONTINENTAL ILLINOIS NATIONAL BANK
AND TRUST COMPANY OF CHICAGO

By

Marion C. Hartup Jr.
Vice President

Attest:

James P. Doudine
Vice President C. I. B. O.

(Corporate Seal)

THE BESSEMER AND LAKE ERIE RAILROAD COMPANY

By

W. K. Knecht

Vice President - Finance

Attest:

[Signature]
Secretary

(Corporate Seal)

STATE OF ILLINOIS,

SS:

COUNTY OF COOK ,

On this 23rd day of August, 1971, before me personally appeared FRANK C RATHJE JR., to me personally known, who, being by me duly sworn, says that he is VICE PRESIDENT of Continental Illinois National Bank and Trust Company of Chicago, that one of the seals affixed to the foregoing instrument is the corporate seal of the said corporation, that said instrument was signed and sealed on behalf of said corporation by authority contained in its By-laws, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Eileen Hudson

(Notarial Seal)

MY COMMISSION EXPIRES
SEPTEMBER 22, 1974

COMMONWEALTH OF PENNSYLVANIA,

SS:

COUNTY OF ALLEGHENY ,

On this 25th day of August, 1971, before me personally appeared V. W. Kraetsch, to me personally known, who, being by me duly sworn, says that he is a Vice President - Finance of The Bessemer and Lake Erie Railroad Company, that one of the seals affixed to the foregoing instrument is the corporate seal of the said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Dorothy M. Tarr

(Notarial Seal)

DOROTHY M. TARR, Notary Public
Pittsburgh, Allegheny Co., Pa.
My Commission Expires
March 31, 1974

CASUALTY VALUE TABLE (Cont'd)

Thereafter but before payment No.	31	58.18410%
" " " " "	32	56.04746
" " " " "	33	53.88151
" " " " "	34	51.68589
" " " " "	35	49.46056
" " " " "	36	47.20516
" " " " "	37	44.91930
" " " " "	38	42.60262
" " " " "	39	40.25502
" " " " "	40	37.87611
" " " " "	41	35.46551
" " " " "	42	33.02281
" " " " "	43	30.54789
" " " " "	44	28.04033
" " " " "	45	25.49973
" " " " "	46	22.92568
" " " " "	47	20.31799
" " " " "	48	17.67624
Thereafter		15.00000